

# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

ln re:	)	Chapter 11
CODON PHARMACEUTICALS, INC. and ONCOR, INC.,	) )	Case No. 99-436 (JJF)
Debtors.	)	(Jointly Administered)

## AMENDED ORDER UNDER 11 U.S.C. SECTION 363 AUTHORIZING SALE OF BROWN PATENTS

Oncor, Inc. ("Oncor") and Codon Pharmaceuticals, Inc. ("Codon" and, collectively with Oncor, the "Debtors"), as debtors and debtors in possession in the above-captioned cases having filed a motion, dated September 29, 1999 (the "Motion"), seeking the entry of an order pursuant to 11 U.S.C. § 363 authorizing Codon's Sale of the Brown Patents' ("Patents") to AGI Dermatics ("AGI") Subject to Higher and Better Offers (the "Sale"); and the Court having found that the Sale is in the best interests of Codon's creditors and estate; and the Court further having found that it has jurisdiction over this matter pursuant to 28 U.S.C. sections 157 and 1334; and upon the record herein; and after due deliberation thereon; and due and proper notice of the Motion having been given; and sufficient cause appearing therefor; and bidding having taken place and AGI's bid of \$35,000 for the Patents having been the highest and best offer; it is hereby

ORDERED that the Motion is granted; and it is further

WP3 : 273424 · 4

<sup>&</sup>lt;sup>1</sup>A description of the Brown Patents is attached hereto as Exhibit A.

ORDERED that Codon is hereby authorized to sell the Brown Patents to AGI pursuant to the terms set forth in the Motion, as amended to: (i) increase the salc price to \$35,000; and (ii) eliminate the payment of any milestone payments and royalties; and it is further

ORDERED that pursuant to section 363(f) of the Bankruptcy Code, the Brown Patents shall be transferred to AGI free and clear of any and all liens, claims, interests and encumbrances with any such liens, claims, interests and encumbrances, if any, to attach to the proceeds of the sale in the order, priority and validity that may exist pursuant to 11 U.S.C. § 363(b) (f) and (k); and it is further

ORDERED that the Debtors, their officers, employees, and agents are authorized to take any action which, in their business judgment, is reasonably necessary or appropriate to effect any of the foregoing.

Dated: Wilmington, Delaware

United States District Judge

### Exhibit A

1) U.S. Patent No. 5,990,177

Issued:

November 23, 1999

Inventor

Brown

Appl. No.

08/933,144

Filed:

September 18, 1997

For

Treatment of Disease Mediated by Nitric Oxide/cGMP/Protein Kinase G Pathway

Atty Dkt No.: 013/PA-0093

2) U.S. Provisional Application No. 60/026,577

Applicant

Brown et al.

Filed

September 18, 1996

For

Dermatological Compositions and Methods

Atty Dkt No.: 024/PA-0064 P1

3) U.S. Provisional Application No. 60/035,947

Applicant

Brown et al.

Filed

January 21, 1997

For

Dermatological Compositions and Methods

Atty Dkt No.: 023/PA-0064 P2

4) U.S. Provisional Application No. 60/036,863

Applicant

Brown et al.

Filed

February 4, 1997

For

Dermatological Compositions and Methods

Atty Dkt No.: 022/PA-0064 P3

5) U.S. Provisional Application No. 60/048,597

Applicant

Brown et al.

Filed

June 4, 1997

For

Dermatological Compositions and Methods

Atty Dkt No.: 021/PA-0064 P4

6) U.S. Application No. 08/933,143

**Applicant** 

Brown et al.

Filed

September 18, 1997

For

Dermatological Compositions and Methods

Ally Dkt No.: 019/PA-0068

#### U.S. Application No. 08/933,144 7)

Applicant

Brown

Filed:

September 18, 1997

For

Treatment of Disease Mediated by Nitric Oxide/cGMP/Protein Kinase G Pathway

Atty Dkt No.: 013/PA-0093

#### U.S. Application No. 08/933,145 8)

Applicant

Brown & Ren

Filed

September 18, 1997

For

Treatment of Neurodegenerative Diseases

Atty Dkt No.: 015/PA-0086

#### U.S. Application No. 09/055,274 9)

Applicant

Ren et al.

Filed

April 6, 1998

For

Dermatological Formulations and Methods

Atty Dkt No.: AGI-129/002/020160-392

#### U.S. Application No. 09/085,917 10)

Applicant

Brown et al.

Filed

May 28, 1998

For

Dermatological Compositions and Methods

Atty Dkt No.: 017/PA-0068 CIP2

#### U.S. Application No. 09/086,200 11)

Applicant

Brown & Ren

Filed

May 28, 1998

For

Treatment of Neurodegenerative Diseases

Atty Dkt No.: 014/PA-0086 CIP

#### U.S. Application No. 09/086,547 12)

Applicant

Ren and Brown

Filed

May 28, 1998

For

Dermatological Compounds

Atty Dkt No.: 011/PA-0104

#### U.S. Application No. 09/086,548 13)

Applicant

Brown et al.

Filed

May 28, 1998

For

Treatment of Disease Mediated by Nitric Oxide/cGMP/Protein Kinase G Pathway

Atty Dkt No.: 012/PA-0093 CIP

14) International Application No. PCT/US97/16642

Applicant : Brown et al.

Filed: September 18, 1997

For : Pharmaceutical Compositions and Methods

Atty Dkt No.: 018/PA-0068 PCT

15) International Application No. PCT/US98/05346

Applicant: Brown et al. Filed: March 18, 1998

For : Pharmaceutical Compositions and Methods

Atty Dkt No.: 016/PA-0068 PCT CIP

16) International Application No. PCT/US99/07495

Applicant : Ren et al. Filed : April 6, 1999

For : Dermatological Formulations and Methods

Atty Dkt No.: AD-020160-392

17) International Application No. PCT/US99/11839

Applicant : Brown et al. Filed : May 28, 1999

For : Dermatological Compositions and Methods

Atty Dkt No.: 032384-017

18) International Application No. PCT/US99/11840

Applicant : Brown & Ren Filed : May 28, 1999

For : Treatment of Neurodegenerative Diseases

Atty Dkt No.: 032384-014

19) International Application No. PCT/US99/11841

Applicant : Ren and Brown Filed : May 28, 1999

For : Dermatological Compounds

Atty Dkt No.: 032384-011

20) Australian Application No. 45,842/97

Applicant : Brown et al. Filed : April 20, 1999

For: : Pharmaceutical Compositions and Methods

Parent: International Appl. No. PCT/US97/16642

Atty Dkt No.: 032384-018AU

21) Canadian Application No. 2,266,496

Applicant

Brown et al.

Filed

March 18, 1999

For:

Pharmaceutical Compositions and Methods

Parent:

International Appl. No. PCT/US97/16642

22) EP Application No. 97944319.9

Applicant

Brown et al.

Filed

March 18, 1999

For:

Pharmaceutical Compositions and Methods

Parent:

International Appl. No. PCT/US97/16642